

**IN THE UNITED STATES DISTRICT COURT  
FOR THE  
DISTRICT OF RHODE ISLAND**

**STATE OF RHODE ISLAND, by and through  
the RHODE ISLAND DEPARTMENT OF  
ENVIRONMENTAL MANAGEMENT**

Plaintiff

**C.A. No. 05-346ML**

**MODIFICATION TO PARTIAL  
CONSENT DECREE**

v.

**TOWN OF COVENTRY, RHODE ISLAND,  
A. CARDI REALTY CO., INC.,  
ALDERWOODS (RHODE ISLAND), INC.  
(d/b/a Frank R. Gorton & Sons, Inc.; Gordon  
Funeral Home; FRGS Holdings, Inc.)  
ARKWRIGHT, INC.,  
CNA HOLDINGS, INC., f/k/a Hoechst Chemical  
Corp. and American Hoechst Corp.,  
CHEVRON U.S.A. INC.,  
CIBA SPECIALTY CHEMICALS CORP.,  
COMMERCE PARK ASSOCIATES 9, LLC  
COMMERCE PARK REALTY, LLC  
GARLAND INDUSTRIES, INC.  
MALLINCKRODT INC., f/k/a International  
Minerals & Chemicals Corp.,  
SHELL OIL COMPANY  
SOLUOL, INC.,  
SUNOCO, INC.,  
TEXACO, INC.,  
UNIROYAL HOLDING, INC.**

**UNION OIL COMPANY OF CALIFORNIA**

(d/b/a Unocal), for its former subsidiary American  
Mineral Spirits Co.,

**WHITTAKER CORPORATION**

**Defendants**

On October 26, 2005 the Court entered a Partial Consent Decree ("Partial Consent Decree") under which plaintiff, the State of Rhode Island ("State") and certain "Settling Defendants," as defined therein, agreed to certain terms and conditions pertaining to payment and performance of a remediation investigation / feasibility study ("RI/FS") to be conducted at the Coventry Landfill Site located in the Town of Coventry, Rhode Island ("Site").

Since entry of the Partial Consent Decree, Shell Oil Company ("Shell Oil") and Alderwoods (Rhode Island), Inc. (d/b/a Frank R. Gorton & Sons, Inc.; Gordon Funeral Home; FRGS Holdings, Inc.) ("Alderwoods"), have each been (1) identified as additional potentially responsible party with respect to investigation and remediation of the Site, (2) became a member of the "Coventry Landfill Group" referenced in the Partial Consent Decree, and (3) joined as defendants in this action upon filing of the State's Second Amended Complaint.

The State moved the Court modify the Partial Consent Decree for the sole and limited purpose of adding Shell Oil and Alderwoods as Settling Defendants and Paying Settling Defendants thereunder, while leaving the Partial Consent Decree in full force and effect. No defendant has objected to the State's motion to modify the Partial Consent Decree, and the Court finds that granting the State's motion is in the interest of justice and in furtherance of the public policy favoring settlement of such matters rather than engagement in protracted litigation.

NOW, THEREFORE, the Court hereby ORDERS, ADJUDGES, AND DECREES:

1. That Section I.B of the Partial Consent Decree is modified by adding the following sentence at the end of the existing Section I.B.: "Shell Oil Company and Alderwoods (Rhode Island), Inc. (d/b/a Frank R. Gorton & Sons, Inc, Gordon Funeral Home, FRGS Holdings, Inc.) have subsequently become members of the Coventry Landfill Group.
2. That Section V.B.1 of the Partial Consent Decree is modified by adding the following at the end of the existing Section V.B.1.:

Shell Oil Company and Alderwoods (Rhode Island), Inc. (d/b/a Frank R. Gorton & Sons, Inc, Gordon Funeral Home, FRGS Holdings, Inc.) shall pay an amount equal to \$11,952 into the escrow account established under this section no later than thirty (30) days from the date of entry of the modification to this Consent Decree adding them as Paying Settling Defendants hereunder.
3. That signature pages attached as **Exhibits 1 and 2** to this decree, which have been executed by Shell Oil and Alderwoods respectively, are incorporated into the Partial Consent Decree as expressing each party's consent to entry into the Partial Consent Decree.
4. That the Partial Consent Decree is modified to include defendants Shell Oil and Alderwoods as Settling Defendants, subject to all terms and conditions therein, by the addition of the following at the foot of page 2 of Appendix A of the Partial Consent Decree

**Shell Oil Company**  
Kim Lesniak, Esq.  
910 Louisiana Street  
Houston, TX 77002

**Alderwoods (Rhode Island), Inc. (d/b/a Frank R. Gorton & Sons, Inc.;  
Gordon Funeral Home; FRGS Holdings, Inc.)**  
c/o Joseph V. Cavanagh, III, Esq.  
Blish & Cavanaugh LLP  
30 Exchange Terrace  
Providence, RI 02903

5. That the Partial Consent Decree is modified to include defendants Shell Oil and Alderwoods as Paying Settling Defendants, subject to all terms and conditions stated therein, by the addition of the following at the foot of page 1 of Appendix B of the Partial Consent Decree

**Shell Oil Company**  
Kim Lesniak, Esq.  
910 Louisiana Street  
Houston, TX 77002

**Alderwoods (Rhode Island), Inc. (d/b/a Frank R. Gorton & Sons, Inc.;  
Gordon Funeral Home; FRGS Holdings, Inc.)**  
c/o Joseph V. Cavanagh, III, Esq.  
Blish & Cavanaugh LLP  
30 Exchange Terrace  
Providence, RI 02903

6. That the Partial Consent Decree is incorporated into this decree in it entirety and shall remain in full force and effect as modified herein, and each party shall be and remain subject to it terms and conditions, including Shell Oil and Alderwoods, until further order of this Court.

So ordered and entered this 12<sup>th</sup> day of

February, 2009.

WSM  
United States District Judge